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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS ARNOLD CENTER, INC. DISALLOWING AND EXPUNGING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 19768

(ARNOLD CENTER, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Arnold Center, Inc. ("Arnold Center") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Arnold Center, Inc. Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 19768 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 13, 2009, Arnold Center filed proof of administrative expense claim number 19768 against Delphi, which asserts an administrative expense claim in the amount of \$49,745.41 (the "Claim") stemming from goods sold and certain services provided by Arnold Center.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if

any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, Arnold Center filed the Response Of The Arnold Center, Inc. To The Reorganized Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19451) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and Arnold Center entered into this Stipulation, pursuant to which the Reorganized Debtors and Arnold Center agreed that the Claim should be disallowed and expunged in their entirety because the Claim has been fully satisfied.

NOW, THEREFORE, the Reorganized Debtors and Arnold Center stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 27th day of September, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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